

# Exhibit A

## Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	Jointly Administered
Debtors.	)	Re: Docket No. 7544 and 2/28/05 Agenda Item 12

**ORDER GRANTING THE RELIEF SOUGHT IN DEBTORS'  
SEVENTH OMNIBUS OBJECTION TO CLAIMS (NON-SUBSTANTIVE)**

Upon the Seventh Omnibus Objection to Claims (the "Seventh Omnibus Objection")<sup>2</sup> filed by the above captioned debtors and debtors in possession (the "Debtors"), seeking entry of an order expunging and disallowing certain Claims; and no previous application having been made; and upon consideration of the Seventh Omnibus Objection and all responses thereto; and due and proper notice of the Seventh Omnibus Objection having been given, it is hereby

ORDERED that, except as hereinafter stated, the relief sought in the Seventh Omnibus Objection is granted to the extent not inconsistent with the language herein, with the Orders

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Capitalized terms used but not defined herein are as defined in the Seventh Omnibus Objection.

previously entered with respect to the Seventh Omnibus Objection, and with the Exhibits attached hereto;<sup>3</sup> and it is further

ORDERED that, to the extent that the relief granted in this Order differs from the relief granted with respect to the Seventh Omnibus Objection by the Orders previously entered with respect to Seventh Omnibus Objection, this Order shall control; and it is further

ORDERED that the Objection to each of the Claims listed on Exhibit A to this Order is sustained, and each of the claims is expunged and disallowed for all purposes; and it is further

ORDERED that the Objection to each of the Claims listed on Exhibit B to this Order is sustained, and each of the Claims is expunged and disallowed for all purposes with the surviving Claim remaining as indicated; and it is further

ORDERED that the rights of the Debtors to object to any Claim listed on any exhibit to this Order for any reason are expressly preserved, except as provided for herein; and it is further

ORDERED that, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, made applicable in the contested matter by Rules 7054 and 9014 of the Federal Rules of Bankruptcy Procedure, the Court hereby directs entry of a final judgment with respect to the claims objections as to which relief is entered by this Order, the Court having determined that there is no just reason for delay in the entry of judgment on these matters; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: February \_\_\_, 2005

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Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

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<sup>3</sup> To the extent that any claim that is the subject of the Seventh Omnibus Objection has been or is otherwise addressed by an approved stipulation between the Debtors and the claimant, that stipulation shall control the disposition of that claim.

# Exhibit A

Hearing Date: Monday, February 28, 2005

In re: W.R. GRACE & CO., et al  
**OMNIBUS 7 - EXHIBIT A - SUSTAINED - EXPUNGE**

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Relief Requested	Order Status
1 CHEVRON TEXACO SERVICES CO PO BOX 9034 ROOM 34320D CONCORD CA 94524-1934	01-01139 W.R. GRACE & CO.	15454	\$22,680.00	(U)	LATE FILED EXPUNGE	SUSTAINED
2 HEPACO INC 2711 BURCH DR CHARLOTTE NC 28269	01-01139 W.R. GRACE & CO.	15458	\$13,578.00	(U)	LATE FILED EXPUNGE	SUSTAINED
3 LANGAN ENGINEERING & ENVIRONMENTAL SERV C/O FOSTER AND MAZZIE 10 FURLER ST PO BOX 209 TOTOWA NJ 07512	01-01139 W.R. GRACE & CO.	15456	\$22,056.64	(U)	LATE FILED EXPUNGE	SUSTAINED

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative  
(P) - Priority

(S) - Secured  
(U) - Unsecured

# Exhibit B

Hearing Date: Monday, February 28, 2005

**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 7 - EXHIBIT B - SUSTAINED - SURVIVING CLAIMS**

<u>Claim to be Expunged</u>				<u>Surviving Claim</u>			
Creditor Name and Address	Case No	Claim Number	Total Claim Dollars* Class**	Creditor Name and Address	Case No	Claim Number	Total Claim Dollars* Class**
1 CONTRARIAN CAPITAL TRADE CLAIMS LP ASSIGNEE OF AT&T CORPORATION ATTN: ALPA JIMENEZ 411 W PUTNAM AVE STE 225 GREENWICH CT 06830	01-01139	15451	\$903,636.85 (U)	CONTRARIAN CAPITAL TRADE CLAIMS LP ASSIGNEE OF AT&T CORPORATION ATTN: ALPA JIMENEZ 411 W PUTNAM AVE STE 225 GREENWICH CT 06830	01-01139	15444	\$903,636.85 (U)
2 CONTRARIAN CAPITAL TRADE CLAIMS LP ASSIGNEE OF AT&T ATTN: ALPA JIMENEZ 411 W PUTNAM AVE STE 225 GREENWICH CT 06830	01-01139	8770	\$952,979.56 (U)	CONTRARIAN CAPITAL TRADE CLAIMS LP ASSIGNEE OF AT&T CORPORATION ATTN: ALPA JIMENEZ 411 W PUTNAM AVE STE 225 GREENWICH CT 06830	01-01139	15451	\$903,636.85 (U)
3 DICKINSON WRIGHT PLLC C/O MICHAEL C HAMMER ESQ 500 WOODWARD AVE #4000 DETROIT MI 48226	01-01139	2001	\$172,810.61 (U)	DICKINSON WRIGHT PLLC MICHAEL C HAMMER ESQ 500 WOODWARD AVE #4000 DETROIT MI 48226	01-01139	15461	\$66,531.21 (U)
4 LANGAN ENGINEERING & ENVIRONMENTAL C/O FOSTER AND MAZZIE 10 FURLER ST PO BOX 209 TOTOWA NJ 07512	01-01139	15456	\$22,056.64 (U)	LANGAN ENGINEERING & ENVIRONMENTAL S C/O FOSTER AND MAZZIE 10 FURLER ST PO BOX 209 TOTOWA NJ 07512	01-01139	2703	\$22,056.64 (U)
5 SPARTANBURG COUNTY TAX COLLECTOR ATTN: JEAN R JAMIESON PO BOX 3060 SPARTANBURG SC 29304	01-01139	787	\$5,758.92 (P)	SPARTANBURG COUNTY TAX COLLECTOR ATTN JEAN R JAMIESON PO BOX 3060 SPARTANBURG SC 29304	01-01139	15438	\$5,074.88 (S)
6 STATE OF INDIANA DEPT OF REVENUE INDIANA GOVERNMENT CTR N 100 N SENATE AVE ROOM N203 INDIANAPOLIS IN 46204-2253	01-01139	15362	\$945.00 (A)	INDIANA DEPARTMENT OF REVENUE COMPLIANCE DIVISION ROOM N203 BANKRUPTCY SECTION 100 N SENATE AVE INDIANAPOLIS IN 46204-2253	01-01140	15369	\$9,619.24 (A)

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

The classification of the claims set forth herein is the classification asserted on the filed proof of claim. The Debtors include such classification for the purpose of identifying the claim to which the objection applies. The inclusion of the classification shall not constitute an acknowledgment by the Debtors that such classification is correct or appropriate.

\*\* (A) - Administrative (S) - Secured  
(P) - Priority (U) - Unsecured

**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 7 - EXHIBIT B - SUSTAINED - SURVIVING CLAIMS**

<u>Claim to be Expunged</u>				<u>Surviving Claim</u>			
Creditor Name and Address	Case No	Claim Number	Total Claim Dollars* Claim Class**	Creditor Name and Address	Case No	Claim Number	Total Claim Dollars* Claim Class**
7 SUKENIK, RICHARD N PO BOX 33207 PALM BEACH GARDENS FL 33420-3207	01-01139	15449	\$22,815.64 (A)	SUKENIK, RICHARD N PO BOX 33207 PALM BEACH GARDENS FL 33420-3207	01-01139	15356	\$28,185.81 (A)
8 TENNESSEE DEPT OF REVENUE ATTN: WILBUR E HOOKS 4TH FL ANDREW JACKSON STATE OFFICE BLDG NASHVILLE TN 37242	01-01139	611	\$173,401.79 (A)	TENNESSEE DEPT OF REVENUE C/O ATTORNEY GENERAL PO BOX 20207 NASHVILLE TN 37202-0207	01-01139	15453	\$144,342.65 (A)
9 TENNESSEE DEPT OF REVENUE ATTN: WILBUR E HOOKS TAX ENFORCEMENT DIVISION 4TH FL ANDREW JACKSON BLDG NASHVILLE TN 37242	01-01139	613	\$136,825.35 (P) \$5.00 (U)	TENNESSEE DEPT OF REVENUE C/O ATTORNEY GENERAL PO BOX 20207 NASHVILLE TN 37202-0207	01-01139	15452	\$2,066.55 (P)
10 THE COMMONWEALTH OF MASSACHUSETT C/O ANNE CHAN TAX EXAMINER BOX 55494 BOSTON MA 02205-5484	01-01140	15333	\$35,423,945.06 (P)	THE COMMONWEALTH OF MASSACHUSETTS C/O ANNE CHAN LITIGATION BUREAU BANKRUPTCY UNIT BOX 9864 BOSTON MA 02114-9864	01-01140	15370	\$34,805,361.23 (P)

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

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